

TABLE OF CONTENTS

TABLE OF CONTENTS.....	i-ii
TABLE OF AUTHORITIES	iii-v
PRELIMINARY STATEMENT	2
STATEMENT OF FACTS	3
Introduction.....	3
I. The Anderson Pre-Petition Litigation.....	12
II. Bankruptcy, Bar Date and Notice Orders	16
III. Anderson's Claims.....	25
IV. Post-Claims Bar Date Developments.....	26
V. The Debtors Declare War on S&R	30
A. Grace's 12 th Omnibus Objection.....	33
B. The June 27, 2005 Hearing	34
C. The July 13, 2005 Meet and Confer and Aftermath.....	37
D. The July 19, 2005 Hearing	42
E. The August 29, 2005 Hearing	44
F. The October 31, 2005 Hearing	45
VI. Subsequent Proceedings on Anderson's Claims.....	46
VII. Grace's Plan.....	47
ARGUMENT	51
I. The Plan Does Not Provide Equality of Treatment	51
II. The Plan Treats Creditors in the Same Class Disparately	55
III. The Plan Does Not Comply With 11 U.S.C. § 524(g).....	56

IV.	The Plan Impairs Class 7A Claimants	58
V.	The Plan Is Not Filed in Good Faith.....	60
VI.	The Plan Does Not Comply with the Bankruptcy Code	62
	CONCLUSION.....	62

TABLE OF AUTHORITIES**Cases**

<u>In re ACandS, Inc.</u> , 311 B.R. 36 (Bankr. D. Del. 2004)	60, 61
<u>In re American Reserve</u> , 840 F.2d 487 (7th Cir. 1988)	17, 18
<u>Am. United Mut. Life Ins. Co. v. Avon Park</u> , 311 U.S. 138 (1940).....	52
<u>In re Amster Yard Assocs.</u> , 214 B.R. 122 (Bankr. S.D.N.Y. 1997)	56
<u>In re Asbestos School Litigation</u> , 104 F.R.D. 422 (E.D. Pa. 1984), <i>aff'd in part and vacated in part</i> , 789 F.2d 996 (3d Cir. 1986), <i>cert. denied</i> , 479 U.S. 852, 915 (1986).....	3, 12, 13
<u>In re Asbestos School Litigation</u> , 789 F.2d 996 (3d Cir. 1986).....	10
<u>Blue Cross and Blue Shield of South Carolina v. W.R. Grace & Company</u> , 781 F.Supp. 420 (D.S.C. 1991).....	10, 13
<u>In re Celotex Corp.</u> , 227 F.3d 1336, 1340 (11th Cir.2000).....	27
<u>Central Wesleyan College v. W.R. Grace & Co.</u> , 143 F.R.D. 628 (D.S.C. 1992).....	14
<u>Central Wesleyan College v. W.R. Grace & Co.</u> , 6 F.3d 177, 187 at n. 3 (4th Cir. 1993).....	14
<u>In re Charter Co.</u> , 876 F.2d 866 (11th Cir. 1989)	46
<u>City of Greenville v. W.R. Grace & Co.</u> , 640 F.Supp. 559 (D.S.C. 1986), <i>aff'd</i> , 827 F.2d 975 (4th Cir. 1987).....	9
<u>Clayton Center Associates v. W.R. Grace & Co.</u> , 861 S.W.2d 686, 690 (E.D.Mo.App. 1993)	10, 13
<u>In re Combustion Engineering, Inc.</u> , 391 F.3d 190 (3d Cir. 2004).....	51, 52, 53, 55, 59, 60
<u>In re Coram Healthcare Corp.</u> , 315 B.R. 321 (Bankr. D. Del. 2004)	58, 59
<u>In re Dow Corning Corp.</u> , 280 F.3d 648 (6th Cir. 2002)	53, 54
<u>In re Dow Corning Corp.</u> , 255 B.R. 445 (E.D. Mich. 2000)	54
<u>In re Exide Technologies</u> , 303 B.R. 48 (Bankr. D. Del. 2003).....	51
<u>In re Finova Group, Inc.</u> , 304 B.R. 630 (D. Del. 2004)	53

<u>In re First Interregional Equity Corp.</u> , 227 B.R. 358 (D.N.J. 1998)	4, 5
<u>Kansas City v. W.R. Grace & Co., et al.</u> , 778 S.W.2d 264 (W.D. Mo. App. 1989), <i>aff'd sub. nom.</i> 855 S.W.2d 360 (Mo. 1993).....	10
<u>Montana-Dakota Utilities Co. v. W.R. Grace & Co.</u> , 14 F.3d 1274, 1277 (8th Cir. 1994).....	13
<u>New Hampshire-Vermont Health Service Corporation, d/b/a Blue Cross and Blue Shield of New Hampshire v. U.S. Mineral Products Company,</u> C/A No. C-87-207-L (U.S.D.C., District of New Hampshire (March 27, 1991, July 29, 1991), <i>aff'd</i> , 10 F.3d 805 (1st Cir. 1993).....	10, 13
<u>Northridge Co. v. W.R. Grace & Co.</u> , 556 N.W.2d 345 (Wis.App. 1996).....	10
<u>In re PPI Enterprises (U.S.), Inc.</u> , 228 B.R. 339 (Bankr. D. Del. 1998).....	58
<u>In re Rocha</u> , 179 B.R. 305 (Bankr. M.D. Fla. 1995).....	58
<u>In re School Asbestos Litigation</u> , 842 F.2d 671 (3d Cir. 1987).....	12, 13
<u>Sheftelman v. Standard Metals Corp.</u> , 839 F.2d 1383 (1987)	9
<u>In re Standard Metals Corp.</u> , 817 F.2d 625 (10th Circuit 1987).....	9

Statutes & Rules

11 U.S.C. § 524.....	55, 56, 60
11 U.S.C. § 1122.....	61
11 U.S.C. § 1123.....	53, 54, 55
11 U.S.C. § 1124.....	58
11 U.S.C. § 1129.....	51, 53, 56, 60, 61, 62
40 C.F.R. 8450	12
S.C. Code Anno. § 15-5-150.....	15
Fed.R.Bankr.P. 2019	28

Other

Barlant, Karcizes & Sherry, "From Free-Fall to Free-For-All: The Rise of Pre-Packaged Asbestos Bankruptcies," 12 Amer. Bankr. Inst. L. Rev. 441 (Winter 2004).....57